

**DESCRIPTION OF *PRO FORMA* ASSIGNMENTS AND TRANSFER OF
CONTROL AND PUBLIC INTEREST STATEMENT**

American Cellular Corporation (“ACC”), which is indirectly a wholly-owned subsidiary of Dobson Communications Corporation (“DCC”), hereby notifies the Commission, through a series of thirteen related applications, of an internal reorganization involving several licensees that were either wholly-owned subsidiaries of or solely controlled by ACC (and ultimately DCC). The licensees involved, which collectively held cellular, PCS, and common carrier microwave authorizations (“the FCC Authorizations”), are ACC Kentucky License LLC, ACC Michigan License LLC, ACC Minnesota License LLC, ACC New York License I LLC, ACC New York License II LLC, ACC New York License III LLC, ACC Ohio License LLC, ACC Pennsylvania License LLC, ACC Wausau License LLC, ACC West Virginia License LLC, ACC Wisconsin License LLC, Alton CellTelCo Partnership (“Alton CellTelCo”), and American Cellular Wireless LLC (collectively referred to as “the ACC Licensees”). The reorganization has caused several *pro forma* events to occur. Accordingly, ACC is contemporaneously filing twelve *pro forma* assignment notifications and one *pro forma* transfer of control notification.¹

On December 31, 2003, ACC and the ACC Licensees completed a series of contemporaneous steps resulting in the merger of all ACC Licensees, with the exception of Alton CellTelCo, into ACC.² As a result of the restructuring, the FCC Authorizations held by the merged entities were assigned to ACC on a *pro forma* basis. Control of Alton CellTelCo, through a series of mergers of intermediate subsidiaries into ACC, has changed from its previous direct controlling interest holder, Alton CellTelCo Cellular Corporation, which was an indirect wholly-owned subsidiary of ACC, to being directly controlled by ACC. Because control of the FCC Authorizations both before and after the transactions ultimately rests with DCC, ACC’s ultimate parent, all of the subject transactions are *pro forma* in nature.³

Because the instant transaction involves non-substantial assignments and transfer of control, it is presumptively in the public interest.⁴ The transaction qualifies for the

¹ See 47 C.F.R. § 1.948(c)(1).

² For those non-wholly-owned subsidiary licensees controlled by ACC, the minority non-controlling equity interests in each of the ACC Licensees were eliminated in connection with their merger into ACC.

³ See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6298-99 (1998) (“MO&O”).

⁴ The Commission has previously stated that “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.” See MO&O, 13 FCC Rcd at 6295.

notification procedures described in Section 1.948(c)(1) because the transaction does not involve licenses subject to the unjust enrichment provisions of the Commission's rules; no proxy contests are involved; and the parties are filing the notification within 30 days of its completion.⁵ Moreover, an updated FCC Form 602 is being contemporaneously filed for DCC.⁶

⁵ 47 C.F.R. § 1.948(c)(1).

⁶ A FCC Form 602 providing ownership information for DCC and its subsidiaries is on file. Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 for ACC's parent corporation, DCC, satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for the subsidiaries of DCC. *See* 47 C.F.R. §§ 1.919, 1.2112(a); *see also Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice*, 14 FCC Rcd 8261, 8264-65 (WTB 1999).